



CORPORATION SERVICE COMPANY

RECORDATION NO. 23720-0 FILED

APR 26 '07

4-37 PM

SURFACE TRANSPORTATION BOARD

April 25, 2007

Karen January
Surface Transportation Board
Recordation Office
395 East Street SW
Washington, DC 20423
202-245-0401

RE: 866616/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

COMMIT DATE: 05/04/2007

PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

Secondary STB Filing

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

Mailing instructions:

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

Special instructions:

Lessee:

Bunge North America Inc.
11720 Borman Drive
St. Louis, MO 63146

Lessor:

The CIT Group/Equipment Financing, Inc.
30 S Wacker Drive, Suite 3000
Chicago, IL 60616

Thank you for your assistance in this matter.
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813
Motor Vehicle Specialist

MEMORANDUM OF LEASE AMENDMENT

THIS MEMORANDUM OF LEASE dated as of this 3 day of March, 2007, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 30 South Wacker Drive Suite 3000, Chicago, IL 60616 (the "Lessor") and, Bunge North America, Inc., a New York corporation, with an address at 11720 Borman Drive, St. Louis, MO 63146-1000 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into an amendment to Schedule No. 12 dated May 24, 2004 between Lessor and Lessee dated as of 3/2/07 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Master Railcar Lease originally dated as of September 26, 2001 (the "Lease"); pursuant to a Memorandum of Lease filed with the Surface Transportation Board on October 24, 2001 as recordation number 23720.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Amendment, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Amendment, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: J. Michael Keasling
Name: J. MICHAEL KEASLING
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

BUNGE NORTH AMERICA, INC.

By: Darrell R. Wallace
Name: Darrell R. Wallace
Title: Vice President
Transportation Commodities Group

Schedule A

Number of Cars

Equipment Description

98 5,150 C.F. covered hopper car with gravity gates and trough hatches

1	CEFX	10832	53	CEFX	12660
2	CEFX	10834	54	CEFX	12661
3	CEFX	10839	55	CEFX	12662
4	CEFX	10840	56	CEFX	12663
5	CEFX	10843	57	CEFX	12665
6	CEFX	10844	58	CEFX	12674
7	CEFX	10846	59	CEFX	12675
8	CEFX	10848	60	CEFX	12678
9	CEFX	10852	61	CEFX	12684
10	CEFX	10854	62	CEFX	12687
11	CEFX	10859	63	CEFX	12688
12	CEFX	10862	64	CEFX	12692
13	CEFX	10864	65	CEFX	12695
14	CEFX	10866	66	CEFX	12698
15	CEFX	10871	67	CEFX	12708
16	CEFX	10886	68	CEFX	12709
17	CEFX	10926	69	CEFX	12711
18	CEFX	10929	70	CEFX	12722
19	CEFX	10931	71	CEFX	12724
20	CEFX	12544	72	CEFX	12728
21	CEFX	12545	73	CEFX	12731
22	CEFX	12548	74	CEFX	12744
23	CEFX	12550	75	CEFX	12754
24	CEFX	12554	76	CEFX	12757
25	CEFX	12556	77	CEFX	12760
26	CEFX	12557	78	CEFX	12761
27	CEFX	12560	79	CEFX	12767
28	CEFX	12567	80	CEFX	12772
29	CEFX	12570	81	CEFX	12776
30	CEFX	12573	82	CEFX	12795
31	CEFX	12574	83	CEFX	12802
32	CEFX	12576	84	CEFX	12803
33	CEFX	12583	85	CEFX	12804
34	CEFX	12593	86	CEFX	12806
35	CEFX	12595	87	CEFX	12810
36	CEFX	12597	88	CEFX	12816
37	CEFX	12604	89	CEFX	12823
38	CEFX	12605	90	CEFX	12826
39	CEFX	12619	91	CEFX	12827
40	CEFX	12620	92	CEFX	12828
41	CEFX	12622	93	CEFX	12829
42	CEFX	12623	94	CEFX	12839
43	CEFX	12627	95	CEFX	12841
44	CEFX	12630	96	CEFX	12842
45	CEFX	12631	97	CEFX	12845
46	CEFX	12636	98	CEFX	12847
47	CEFX	12643			
48	CEFX	12644			
49	CEFX	12645			
50	CEFX	12647			
51	CEFX	12654			
52	CEFX	12659			